

REPLY EXHIBIT D

[Bondholder Notice]



**WILMINGTON
TRUST**

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE
TO ALL BENEFICIAL OWNERS.**

**NOTICE
TO HOLDERS OF**

**MOTORS LIQUIDATION COMPANY
(f/k/a GENERAL MOTORS COMPANY)**

9.40% Debentures due 2021 (CUSIP No. 370442AN5)
8.80% Notes due 2021 (CUSIP No. 370442AJ4)
7.40% Debentures due 2025 (CUSIP No. 370442AR6)
9.4% Medium Term Notes due 2021 (CUSIP No. 37045EAG3)
9.45% Medium Term Notes due 2011 (CUSIP No. 37045EAS7)
7.75% Discount Debentures due March 15, 2036 (CUSIP No. 370442AT2)
7.70% Debentures due April 15, 2016 (CUSIP No. 370442AU9)
8.10% Debentures due June 15, 2024 (CUSIP No. 370442AV7)
6.75% Debentures due May 1, 2028 (CUSIP No. 370442AZ8)
7.20% Notes due January 15, 2011 (CUSIP No. 370442BB0)
7.375% Senior Notes due May 23, 2048 (CUSIP No. 370442BQ7)
8.375% Senior Debentures due July 15, 2033 (CUSIP No. 370442BT1)
8.250% Senior Debentures due July 15, 2023 (CUSIP No. 370442BW4)
7.125% Senior Notes due July 15, 2013 (CUSIP No. 370442BS3)
7.25% Quarterly Interest Bonds due April 15, 2041 (CUSIP No. 370442816)
7.25% Senior Notes due July 15, 2041 (CUSIP No. 370442774)
7.375% Senior Notes due October 1, 2051 (CUSIP No. 370442766)
7.25% Senior Notes due February 15, 2052 (CUSIP No. 370442758)
4.50% Series A Convertible Senior Debentures due March 6, 2032 (CUSIP No. 370442741)
5.25% Series B Convertible Senior Debentures due March 6, 2032 (CUSIP No. 370442733)
7.375% Senior Notes due May 15, 2048 (CUSIP No. 370442725)
6.25% Series C Convertible Senior Debentures due July 15, 2033 (CUSIP No. 370442717)
7.50% Senior Notes due July 1, 2044 (CUSIP No. 370442121)
1.50% Series D Convertible Senior Debentures due June 1, 2009 (CUSIP No. 370442691)¹

January 26, 2012

Reference is made (i) to the Indenture dated as of November 15, 1990, as amended from time to time (the "1990 Indenture"), between Motors Liquidation Company (formerly known as General Motors Corporation) (the "Company") and Wilmington Trust Company, in its capacity as successor indenture trustee to Citibank, N.A. (the "1990 Indenture Trustee"), (ii) to the Indenture dated as of December 7, 1995, as amended from time to time (the "1995 Indenture," and together with the 1990 Indenture, the "Indentures"), between the Company and Wilmington Trust Company, in its capacity as successor indenture trustee to Citibank, N.A. (the "1995 Indenture Trustee," and together with the 1990 Indenture Trustee, the "Indenture Trustee"), and (iii) to the

¹ The CUSIP numbers appearing herein have been included solely for the convenience of the holders of the Notes. Wilmington Trust Company assumes no responsibility for the selection or use of such numbers and makes no representations as to the correctness of the CUSIP numbers appearing herein.

Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 of the Company and certain of its affiliates, which was confirmed by an order of the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered on March 29, 2011 (as so confirmed, the "Plan") and which became effective on March 31, 2011 (the "Effective Date").² The above-described notes, bonds and debentures (collectively, the "Notes") were issued pursuant to the Indentures. Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

The Plan provides for the establishment of (i) the Motors Liquidation Company GUC Trust (the "GUC Trust") to implement the Plan, including by distributing New GM Securities and resolving outstanding Disputed General Unsecured Claims, and (ii) the Motors Liquidation Company Avoidance Action Trust (the "Avoidance Action Trust"), to liquidate and distribute its assets, which consist predominantly of the Term Loan Avoidance Action (as defined in the Plan).

Wilmington Trust Company, as Indenture Trustee, hereby informs you that, on January 20, 2012, the trustee and trust administrator of the GUC Trust and the trustee and trust administrator of the Avoidance Action Trust jointly filed a motion (the "Motion") with the Bankruptcy Court seeking to authority to, among other things, sell and/or transfer certain New GM Securities for the purposes of funding accrued and projected costs, fees and expenses of the GUC Trust and the Avoidance Action Trust. A copy of the Motion is available on the website maintained by the GUC Trust: www.mlcguctrust.com.

The Motion is currently scheduled to be heard by the Bankruptcy Court on **February 9, 2012 at 9:45 a.m.**, with an objection deadline of **February 2, 2012 at 4:00 p.m.**³

Except as set forth in the Plan, the Indentures ceased to be of further force and effect on the Effective Date, and Wilmington Trust Company has no further obligations as Indenture Trustee thereunder, except as set forth in the Plan.

Wilmington Trust Company has prepared this communication in its capacity as Indenture Trustee, based upon information supplied to it without independent investigation. You should not rely on Wilmington Trust Company as your sole source of information. Wilmington Trust Company makes no recommendations and gives no investment or legal advice herein, and holders of Notes are urged to consult with their own advisors concerning the Notes and the Plan.

Should any holder of Notes have any questions regarding this notice, please contact Wilmington Trust Company as follows:

Wilmington Trust Company
Rodney Square North
1110 North Market Street
Wilmington, Delaware, 19890-1615
Phone No.: (866) 521-0079
Fax No.: (302) 636-4140

² Information on the bankruptcy proceedings, including a copy of the Plan, can be found at: <http://www.motorsliquidationdocket.com/>.

³ Please note the times and dates set forth herein are subject to change without further notice.

Wilmington Trust may conclude that a specific response to particular inquiries from individual holders of Notes is not consistent with its duties to provide equal and full dissemination to all holders of Notes.

Very Truly Yours,

Wilmington Trust Company,
as Indenture Trustee